



Ramco Industries Limited

ANNUAL REPORT 2017 - 2018



SHRI. P.R. RAMASUBRAHMANEYA RAJHA

Sridharmarakshakar, Ramco Group

*Keep on performing your duties without
Expecting any reward in return and lead a selfless life.*

- Bhagavad Gita



Board of Directors

Shri P.R. Venketrama Raja, B.Tech., MBA
Chairman

Shri P.V. Abinav Ramasubramaniam Raja, B.Sc. (Indl. Engg.)
Managing Director

Shri S.S. Ramachandra Raja, B.Sc.

Shri K.T. Ramachandran, B.E.

Shri N.K. Shrikantan Raja, B.Com.

Shri R.S. Agarwal, B.Sc., B.E.

Shri V. Santhanaraman, B.Com., CAIIB

Smt. Justice Chitra Venkataraman (Retd.), B.A., B.L.

Chief Executive Officer

Shri Prem G Shanker

Chief Financial Officer

Shri K. Sankaranarayanan

Secretary

Shri S. Balamurugasundaram

Registered Office

47, P.S.K. Nagar
RAJAPALAYAM - 626 108, Tamil Nadu

Corporate Office

“Auras Corporate Centre”, VI Floor
98-A, Dr. Radhakrishnan Road
Mylapore, CHENNAI - 600 004
Tamil Nadu
CIN: L26943TN1965PLC005297

Website : www.ramcoindltd.com
www.ramcohilux.com

FACTORIES

I. Building Products Division

Arakkonam, Tamil Nadu

Bihya, Bihar

Gangaikondan, Tamil Nadu

Karur, Karnataka

Kharagpur, West Bengal

Kotputli, Rajasthan

Maksi, Madhya Pradesh

Sinugra, Gujarat

Silvassa, Union Territory of Dadra & Nagar Haveli

Vijayawada, Andhra Pradesh

II. Textile Division (Cotton Yarn)

Sri Ramco Spinners, Rajapalayam, Tamil Nadu

Subsidiary Companies

Sudharsanam Investments Limited, India

Sri Ramco Lanka (Private) Limited, Sri Lanka

Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka

Bankers

HDFC Bank Limited

IDBI Bank Limited

Kotak Mahindra Bank Limited

Tamilnad Mercantile Bank Limited

Yes Bank Limited

ICICI Bank Limited

The Federal Bank Limited

Indusind Bank Limited

DCB Bank Limited

Bank of Bahrain & Kuwait

Auditors

M/s.Ramakrishna Raja And Co

Chartered Accountants

1-D, GD Apartments, 6, Shanthinikethan

V.P.Rathinasamy Nadar Road

Bibikulam, Madurai - 625 002.

M/s.SRSV & Associates

Chartered Accountants

F2, 1st Floor, B Block, Sivams Padmalaya

28/25, Neelakanta Metha Street

T. Nagar, Chennai 600 017.

Cost Auditors

M/s. Geeyes & Co

Cost Accountants

A-3, III Floor, 56, Seventh Avenue

Ashok Nagar, Chennai - 600 083.

Secretarial Auditors

M/s. S. Krishnamurthy & Co

Company Secretaries “Shreshtam”

Old No. 17, New No 16, Pattammal Street

Mandaveli, Chennai - 600 028.

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₹ in lakhs

FINANCIAL HIGHLIGHTS	AS (Previous IGAAP)						Ind AS		
	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Earnings									
Sales & Other Income	54,297	57,788	70,676	81,054	69,204	76,095	78,501	78,530	82,542
Operating Profit	11,876	11,927	12,886	12,606	6,212	6,555	7,404	11,646	13,111
Cash Generation	9,754	9,858	10,624	9,787	2,846	3,866	4,660	9,461	12,213
Net Profit / Loss [PAT]	5,359	5,321	6,135	5,449	(600)	2,093	3,333	5,987	7,205
Assets Employed									
Net Fixed Assets	24,335	25,577	27,491	35,174	37,573	37,381	38,976	39,847	39,855
Investments	20,262	20,262	20,262	20,316	20,319	21,316	23,574	24,126	25,150
Other Net Assets net off other Liabilities	15,711	17,776	21,737	38,465	30,780	32,717	26,176	29,880	25,835
TOTAL	60,308	63,615	69,490	93,955	88,672	91,414	88,726	93,853	90,840
Financed By:									
A. Shareholders' Funds									
Share Capital	100	100	100	100	100	100	100	100	100
Bonus Shares	767	767	767	767	767	767	767	767	767
Reserves and Surplus	32,037	36,505	41,531	45,873	45,139	46,808	51,517	58,106	65,551
Deferred Tax, Government Grants	2,638	2,408	2,289	2,019	1,140	958	415	1,267	3,169
Total Shareholders' Funds (A)	35,542	39,780	44,687	48,759	47,146	48,633	52,799	60,240	69,587
B. Borrowed Funds									
Short Term and Long Term	24,766	23,835	24,803	45,196	41,526	42,778	35,927	33,613	21,253
Total Borrowings (B)	24,766	23,835	24,803	45,196	41,526	42,778	35,927	33,613	21,253
TOTAL (A) + (B)	60,308	63,615	69,490	93,955	88,672	91,411	88,726	93,853	90,840
Book value per share (₹)	36.95	42.10	47.90	52.91	52.06	53.99	59.42	67.02	75.61
Earnings Per Share (₹)	6.18	6.14	7.08	6.28	(0.69)	2.41	3.84	6.91	8.31
Dividend Per Share (₹)	0.85	0.90	1.10	1.10	0.25	0.30	0.50	0.50	0.50
Dividend Payout (₹ in Lacs)	737	780	953	953	217	260	433	433	433
Dividend Payout Ratio %	14	15	16	17	(36)	12	13	7	6
Operating Profit Ratio %	21.87	20.64	18.23	15.55	8.98	8.61	9.43	14.83	15.88
Gross Fixed Assets Per Share (₹)	51.04	52.86	60.79	62.24	80.93	83.23	83.90	87.92	88.53
Debt - Equity Ratio	0.75	0.64	0.59	0.97	0.90	0.90	0.69	0.57	0.32
Market Price of Share (₹)									
a. As on 31 st March* (Close)	57.40	45.95	44.75	52.70	37.60	69.65	91.50	239.20	229.95
b. high**	73.30	83.35	46.00	52.90	61.40	72.00	93.95	288.30	325.70
c. low**	48.60	41.60	44.10	50.10	29.00	69.10	90.95	90.50	212.40
P/E Ratio as at 31 st March #	9.29	7.49	6.32	8.39	(54.49)	28.90	23.83	34.62	27.67
Market Capitalisation@ (₹ in lacs)	49,744	39,822	38,782	45,671	32,585	60,360	79,297	2,07,298	1,99,282

* NSE Quotations

** High & Low prices during the year ended 31st March at NSE.

@ Based on the market price as on 31st March at NSE.

From 2009-10, Figures relating to Shares are after Stock-Split (F.V. of each Share: ₹1/-w.e.f 16-09-2009) and 1:1 Bonus Issue. Figures have been regrouped for comparison purposes

NOTICE TO THE MEMBERS

Notice is hereby given that the 53rd Annual General Meeting of the Company will be held at 11.00 a.m. on Friday the 3rd August 2018 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu to transact the following business :

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION :

“RESOLVED that the Board’s Report and the Company’s Separate and Consolidated Statements of Profit and Loss for the year ended 31st March 2018, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors’ Reports thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION :

“RESOLVED that a Dividend of ₹ 0.50 per Share be and is hereby declared for the year ended 31st March 2018 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 27th July, 2018.”

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION :

“RESOLVED that Shri S.S. Ramachandra Raja (DIN: 00331491) who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS :

4. To consider and pass the following Resolution as a SPECIAL RESOLUTION :

“RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri R.S. Agarwal (DIN 00012594), Independent Director of the Company, whose term ends on 31.03.2019 be reappointed as an Independent Director for another term of 5 years starting from 01.04.2019 to 31.03.2024.”

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION :

“RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri K.T. Ramachandran (DIN 00351334), Independent Director of the Company, whose term ends on 31.03.2019 be reappointed as Independent Director for another term of 5 years starting from 01.04.2019 to 31.03.2024.”

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION :

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and such other applicable Regulations, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include a Committee of the Board) for making offer(s) or invitation(s) to subscribe to Secured Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/or other debt securities, etc., (hereinafter collectively referred as “Securities”) on a private placement basis, listed or unlisted in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, upto a limit of ₹ 250 crores, within the overall outstanding borrowing limits approved by the Members.

RESOLVED further that the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, as it may in its absolute discretion deem it necessary.”

7. To consider and pass the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 2,50,000/- (Rupees Two lakh fifty thousand only) exclusive of GST and Out-of-pocket expenses, payable to M/s.Geeyes & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2018-19 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified.”

Place : Chennai
Date : 24-05-2018

By Order of the Board,
 For RAMCO INDUSTRIES LIMITED,
P.R. VENKETRAMA RAJA
 CHAIRMAN

NOTES :

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance slip is attached. Members, Proxies and Authorised Representatives are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
4. The cut-off date will be 27th July 2018, for determining the eligibility to vote by remote e-voting or in the General Meeting.
5. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company (www.ramcoindltd.com), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are :

FINANCIAL YEAR ENDED	TYPE OF DIVIDEND	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
2010-11	Final Dividend	10.08.2011	09.08.2018	07.09.2018
2011-12	Interim Dividend	21.03.2012	20.03.2019	18.04.2019
	Final Dividend	02.08.2012	01.08.2019	30.08.2019
2012-13	Interim Dividend	13.02.2013	12.02.2020	12.03.2020
	Final Dividend	29.07.2013	28.07.2020	26.08.2020
2013-14	Dividend	28.07.2014	27.07.2021	25.08.2021
2014-15	Dividend	23.09.2015	22.09.2022	20.10.2022
2015-16	Dividend	11.03.2016	10.03.2023	08.04.2023
2016-17	Dividend	04.08.2017	03.08.2024	01.09.2024

6. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
7. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramcoindltd.com and www.iepf.gov.in
8. Electronic copy of the Notice for the Annual General Meeting together with the Annual Report for 2017-18 is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s). Physical copy of the Notice together with the Annual Report is being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - www.ramcoindltd.com for their download.
9. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-mail address and changes therein with the Company in respect of physical shares and with Depository Participants in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company/Depository Participants.

10. Voting through electronic means :

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for e-voting are as under :
 - i) To log on to the e-voting website www.evotingindia.com
 - ii) To Click on “Shareholders” tab.
 - iii) Now enter your User ID as given below:
 - * For CDSL: 16 Digits beneficiary ID,
 - * For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - * Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv) Next enter the Captcha Code as displayed and Click on Login.
 - v) PASSWORD
 - * If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - * If you are first time user follow the steps given below :
 - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).
Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No./Client ID in the PAN field.
In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. after the first two characters of the name in CAPITAL letters. Eg. If your name is Krishnan with Folio No. 5 then enter KR00000005 in the PAN Field.
 - b. Please enter any one of the following details in order to login:
Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.
Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.
If both of the above details are not recorded with the depository or Company, please enter the User ID/Folio Number (mentioned in (iii) above) in the Dividend Bank details field.
 - vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
 - viii) Click on the relevant EVSN for RAMCO INDUSTRIES LIMITED on which you choose to vote.

- ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
 - xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) You can also take a print of the voting done by you by clicking on “Click here to Print” option on the Voting page. It need not be sent to the Company.
 - xiv) If you have forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
 - xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xvi) The facility for remote e-voting shall remain open from 9.00 a.m. on Tuesday the 31st July, 2018 to 5.00 p.m. on Thursday the 2nd August 2018. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday the 27th July 2018, may opt for remote e-voting. Voting shall not be allowed beyond 5.00 p.m. on 2nd August, 2018.
 - xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 27.07.2018.
- V. Shri K. Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the annual general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, by use of ballot or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- VII. The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

By Order of the Board
For RAMCO INDUSTRIES LIMITED
P.R. VENKETRAMA RAJA
CHAIRMAN

Place : Chennai
Date : 24-05-2018

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4

Shri R.S. Agarwal (DIN 00012594) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28.07.2014, Shri R.S. Agarwal was appointed as an Independent Director of the Company, for a period of 5 years from 01.04.2014 to 31.03.2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

The name of Shri R.S. Agarwal has been featured in the website of Ministry of Corporate Affairs for disqualification under Section 164(2) of the Companies Act, 2013 regarding Orion Alloy & Strips Limited. Shri.R.S.Agarwal had submitted that he had never provided his consent to act as a Director in Orion Alloy & Strips Limited and that the said company had forged his signature in the consent letter and created false documents. He had initially obtained a stay from Honourable High Court of Delhi against his disqualification from acting as Director. Subsequently, the Court has set aside the disqualification vide its order dated 11-01-2018, subject to any further order that may be passed by the Registrar of Companies, Delhi, on consideration of his representation. Shri R.S. Agarwal has confirmed that as on the date this notice, the Registrar of Companies has not passed any order on his representation.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Independent Directors including Shri.R.S.Agarwal and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board/Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 24.05.2018 had recommended to extend the term of office of Shri.R.S.Agarwal by reappointing him for another period of 5 years from 01.04.2019 to 31.03.2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri R.S. Agarwal fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri R.S. Agarwal is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Under regulations 17(1A) of LODR, Special Resolution is necessary for appointing any person, as a Non-Executive Director, if he has attained the age of 75 years. The proposed Special Resolution satisfies the norm. The Statement pursuant to Section 102 of the Companies Act, 2013 may be treated as the required justification for the appointment of Shri R.S. Agarwal.

His reappointment has been included as Special Resolution and the Board of Directors recommend his reappointment.

His Profile in brief is given below :-

Shri.R.S.Agarwal, B.Sc., B.E. (Chemical Engineering) started his career in 1965 and after serving in various capacities with a leading paper mill of Northern India for 9 years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI.

While in service with IDBI, he had dealt with many subjects and projects including -

- * Member of "Satyam Committee" set up by Government of India in 1999-2000 for formulation of policy for textile industry and involvement in preparation of policy notes, detailed guidelines and implementation of "Technology Upgradation Fund (TUF)" introduced by the Ministry of Textiles, Government of India in April 1999.
- * Preparation of policy paper and guidelines on development of "Special Economic Zone" in the country for the Ministry of Commerce, Government of India in January 2002.
- * Head of the Infrastructure Finance Department and Project Appraisal Department of IDBI from February 1999 to March 2002, during which period about 30 large size power projects in the range of 250 MW to 500 MW were evaluated and sanctioned assistance by IDBI.

He has been on the Board of Ramco Industries Limited since 2008.

He is also the Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company.

He is a Member in the Board of Directors of the following Companies:-

1. The Ramco Cements Limited
2. Ramco Systems Limited
3. Surya Lakshmi Cotton Mills Ltd.
4. Suryalata Spinning Mills Ltd
5. GVK Jaipur Expressway Pvt. Ltd.

He is also a Member in the following Committees:-

Sl.No	Name of the Company	Name of the Committee	Position Held
1	The Ramco Cements Limited	Audit Committee	Chairman
2	The Ramco Cements Limited	Nomination & Remuneration Committee	Chairman
3	Surya Lakshmi Cotton Mills Limited	Audit Committee	Member
4	Surya Lata Spinning Mills Limited	Audit Committee	Member
5	GVK Jaipur Expressway Private Limited	Audit Committee	Member

He holds no shares in Ramco Industries Limited.

The draft letter of reappointment for Shri.R.S.Agarwal as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest :

Except Shri.R.S.Agarwal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No: 5

Shri K.T. Ramachandran (DIN 00351334)) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28.07.2014, Shri K.T. Ramachandran was appointed as an Independent Director of the Company, for a period of 5 years from 01.04.2014 to 31.03.2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Independent Directors including Shri K.T. Ramachandran and found the same to be satisfactory and deliberations were beneficial in Board/Committee Meetings.

In accordance with Part D (A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 24.05.2018 had recommended to extend the term of office of Shri K.T. Ramachandran by reappointing him for another period of 5 years from 01.04.2019 to 31.03.2024. Shri K.T. Ramachandran is aged 80 years. Pursuant to Regulation 17(1A) of LODR (Amendment) 2018, the Board of Directors, after due consideration, recommended for his re-appointment.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri K.T. Ramachandran fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri K.T. Ramachandran is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Under regulations 17(1A) of LODR, Special Resolution is necessary for appointing any person, as a Non-Executive Director, if he has attained the age of 75 years. The proposed Special Resolution satisfies the norm. The Statement pursuant to Section 102 of the Companies Act, 2013 may be treated as the required justification for the appointment of Shri K.T. Ramachandran.

His reappointment has been included as Special Resolution in pursuance of Regulation 17(1A) of LODR (Amendment) 2018 and the Board of Directors recommend his reappointment.

His Profile in brief is given below:-

Shri K.T. Ramachandran, is B.E in Civil Engineering from Madras University. He was first appointed as a Director of the Company in 1986 and since then he continues to be a Director extending valuable guidance. He is a Member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He holds 4,47,171 shares of the Company.

The draft letter of reappointment for Shri K.T. Ramachandran as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.